

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, ACS

Company Secretary

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**REPORT OF SCRUTINIZER**

30<sup>th</sup> September, 2014

To  
Mr. V. Ranganathan  
Managing Director  
Cerebra Integrated Technologies Limited  
Corporate Office: 26/4, 'A' Block, 2<sup>nd</sup> Floor  
Industrial Suburb, Rajajinagar  
Bangalore - 560 055

Dear Sir,

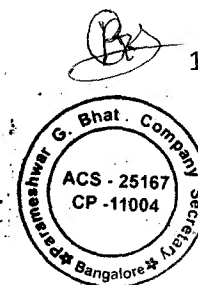
I, Parameshwar G. Bhat, appointed as Scrutinizer for the purpose of e-voting and poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Cerebra Integrated Technologies Limited, held on 29<sup>th</sup> September, 2014 at the Corporate Office of the Company situated at 26/4, 'A' Block, 4<sup>th</sup> Floor, Industrial Suburb, Sandal Soap Factory Metro Station, Rajajinagar, Bangalore - 560 055 at 10.00 am. hereby submit my Report.

Report dated 26<sup>th</sup> September, 2014 on e-voting was already handed over to you.

The polling process was undertaken as per the Companies (Management and Administration) Rules, 2014. The Poll Box was opened in the presence of two persons as witnesses after the voting process was completed. I have received the necessary support from the Company and Karvy Computershare Private Limited, who is the Registrar and Share Transfer Agent (RTA).

On verification of the 90 polling papers received up to, and on 29<sup>th</sup> September, 2014 and voting through e-voting up to 25<sup>th</sup> September, 2014 from the Shareholders of Cerebra Integrated Technologies Limited holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my consolidated report as under:

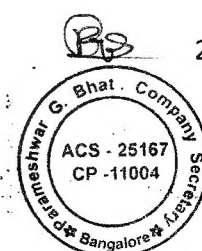
<b>Authorised Capital of the Company</b>	5,02,00,000 Equity Shares of Rs. 10/- each Rs. 50,20,00,000 /-
<b>Issued Capital of the Company</b>	4,80,92,682 Equity Shares of Rs. 10/- each Rs. 48,09,26,820 /-



Subscribed and fully paid up	4,80,92,682 Equity Shares of Rs. 10/- each Rs. 48,09,26,820 /-
Forfeited Shares-originally paid for 20300 shares	Rs. 101,500/-

**A. DETAILS OF EVOTING:**

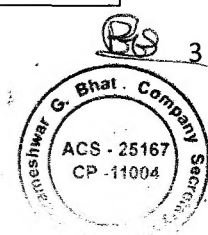
Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)
<b>ORDINARY BUSINESS:</b>					
1.	Adoption of accounts for the year ended 31 <sup>st</sup> March, 2014.	10053518	10050185	3333	99.97
2.	Re-appointment of Mr. V. Ranganathan	10053518	10050185	3333	99.97
3.	Re-appointment of Mr. Shridhar S. Hegde	10053518	10050185	3333	99.97
4.	Appointment of Auditors of the Company	10053518	10050185	3333	99.97
<b>SPECIAL BUSINESS:</b>					
5.	Appointment of Mr. T. S. Suresh Kumar as an Independent Director	10053518	10050185	3333	99.97
6.	Appointment of Mr. S. Gopalakrishnan as an Independent Director	10053518	10050185	3333	99.97



7.	Issue of Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) / Equity Shares / Warrants and / or Instruments Convertible Into Equity Shares For an Aggregate sum up to US\$ 16 Million (Approximately Rupees 96 Crores).	10053518	10050185	3333	99.97
8.	Increase in Authorized Capital	10053518	10050185	3333	99.97
9.	Alteration in Memorandum of Association.	10053518	10050185	3333	99.97
10	Adoption of new set of Articles of Association.	10053518	10050185	3333	99.97

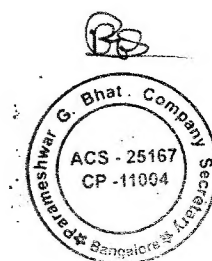
**B. DETAILS OF INVALID POLLING PAPERS:**

Sl. No.	Particulars	No. of Polling Papers	No. of Shares involved
a.	Mismatch of signature with specimen signature	21	1977401
b.	Voted through electronic means	6	2293684
c.	Not affixed signature	3	139865
	<b>Total</b>	<b>30</b>	<b>4410950</b>



**C. DETAILS OF VALID VOTING THROUGH POLLING PAPERS:**

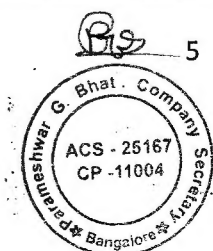
Resoluti on number	Resolution	Total number of Shares	Voted favour	in	Voted against	Percentage (In favour)
<b>ORDINARY BUSINESS:</b>						
1.	Adoption of accounts for the year ended 31 <sup>st</sup> March, 2014.	5173829	5173829		0	100
2.	Re-appointment of Mr. V. Ranganathan	5173829	5173829		0	100
3.	Re-appointment of Mr. Shridhar S. Hegde	5173829	5173829		0	100
4.	Appointment of Auditors of the Company	5173829	5173829		0	100
<b>SPECIAL BUSINESS:</b>						
5.	Appointment of Mr. T. S. Suresh Kumar as an Independent Director	5173829	5173829		0	100
6.	Appointment of Mr. S. Gopalakrishnan as an Independent Director	5173829	5173829		0	100
7.	Issue of Global Depository Receipts (GDRs) / American Depository Receipts (ADRs)	5173829	5173829		0	100



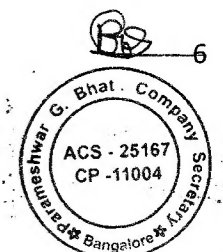
	/Foreign Currency Convertible Bonds (FCCBs) / Equity Shares / Warrants and / or Instruments Convertible Into Equity Shares For an Aggregate sum up to US\$ 16 Million (Approximately Rupees 96 Crores).				
8.	Increase in Authorized Capital	5173829	5173829	0	100
9.	Alteration in Memorandum of Association.	5173829	5173829	0	100
10.	Adoption of new set of Articles of Association.	5173829	5173829	0	100

**D. FINAL ANALYSIS COMBINING BOTH POLLING PAPERS AND E-VOTING IS AS FOLLOWS:**

Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)	Result
<b>ORDINARY BUSINESS:</b>						
1.	Adoption of accounts for the year ended 31 <sup>st</sup> March, 2014.	15227347	15224014	3333	99.98	Passed
2.	Re-appointment of Mr. V. Ranganathan	15227347	15224014	3333	99.98	Passed
3.	Re-appointment	15227347	15224014	3333	99.98	Passed



	of Mr. Shridhar S. Hegde					
4.	Appointment of Auditors of the Company	15227347	15224014	3333	99.98	Passed
<b>SPECIAL BUSINESS:</b>						
5.	Appointment of Mr. T. S. Suresh Kumar as an Independent Director	15227347	15224014	3333	99.98	Passed
6.	Appointment of Mr. S. Gopalakrishnan as an Independent Director	15227347	15224014	3333	99.98	Passed
7.	Issue of Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) / Equity Shares / Warrants and / or Instruments Convertible Into Equity Shares For an Aggregate sum up to US\$ 16 Million (Approximately Rupees 96	15227347	15224014	3333	99.98	Passed



	Crores).					
8.	Increase in Authorized Capital	15227347	15224014	3333	99.98	Passed
9.	Alteration in Memorandum of Association.	15227347	15224014	3333	99.98	Passed
10.	Adoption of new set of Articles of Association.	15227347	15224014	3333	99.98	Passed

\*Pursuant to proviso to Section 188 of the Companies Act, 2013, the interested party cannot vote for the resolutions on contracts or arrangement which tantamount to 'Related Party Transaction'. However, there were no such resolutions.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the polling papers received as per details above. E-voting statement has already been furnished to you earlier.

Thanking you  
Yours faithfully

  
Parameshwar G. Bhat



Encl: As above.